

EXHIBIT “A”

NYS Department of State

Division of Corporations

Entity Information

Selected Entity Name: COOK ASSOCIATES EXECUTIVE SEARCH

Selected Entity Status Information

Current Entity Name: COOK ASSOCIATES, INC.

Initial DOS Filing Date: APRIL 09, 2001

County: KINGS

Jurisdiction: ILLINOIS

Entity Type: FOREIGN BUSINESS CORPORATION

Current Entity Status: ACTIVE

Selected Entity Address Information

DOS Process (Address to which DOS will mail process if accepted on behalf of the entity)

COOK ASSOCIATES, INC.

212 W KINZIE ST

CHICAGO, ILLINOIS, 60610-4479

Chairman or Chief Executive Officer

JOHN KINS

212 W KINZIE ST

CHICAGO, ILLINOIS, 60610-4479

Principal Executive Office

COOK ASSOCIATES, INC.

212 W KINZIE ST

CHICAGO, ILLINOIS, 60610-4479

Registered Agent

NONE

NOTE: New York State does not issue organizational identification numbers.

[Search Results](#)

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[Division of Corporations, State Records and UCC Home Page](#) [NYS Department of State Home Page](#)

EXHIBIT “B”



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Services

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Boston, MA
Richmond, VA
Media Contact
Careers At Cook

Executive Search: Contact Us/Offices

HEADQUARTERS CHICAGO, IL

212 W Kinzie Street
Chicago, IL 60610
312.329.0900 [main]
312.329.1528 [fax]
Vice Chairman: [Mary Kier](#)
[Directions/Maps](#)

NEW YORK, NY

560 Lexington Avenue, 10th Floor
New York, NY 10022
212.308.5399 [main]
212.355.3129 [fax]
Managing Director: [Susan Denison](#)
[Directions/Maps](#)

STAMFORD, CT

One Stamford Plaza
263 Tresser Boulevard, 9th floor
Stamford, CT 06901
203.604.6890 [main]
203.604.6891 [fax]
Executive Vice President: [Eric Gustafson](#)
[Directions/Maps](#)

BOSTON, MA

7 New England Executive Park, 7th Floor

Burlington, MA 01803

781.565.1144 [main]

781.272.3064 [fax]

Executive Vice President: Seth Harris

Directions/Maps

BOULDER, CO

1711 Pearl Street, Suite 203

Boulder, CO 80302

303.247.1177 [main]

303.544.5806 [fax]

Executive Vice President: John Olson

Directions/Maps

RICHMOND, VA

12438 Elmont Road, Suite 101

Ashland, VA 23005

804.798.9131 [main]

312.329.1528 [fax]

Managing Director: Carolyn Peart

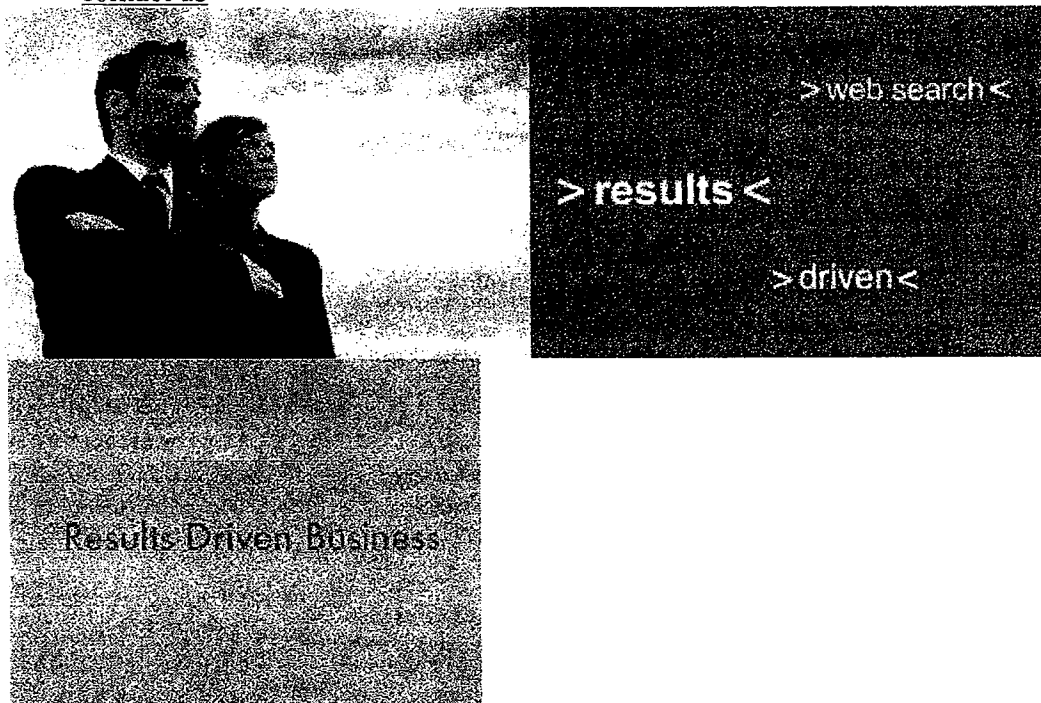
Directions/Maps

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EXHIBIT “C”

InterSearch Group, Inc.

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• Latest News

04/30/07 9:47 AM EDT
InterSearch Group Schedules
Conference Call to Discuss First
Quarter 2007 Results - Business
Wire

04/16/07 6:37 PM EDT
InterSearch Group Denounces False
News Reports; Demands Correction
- Business Wire

04/10/07 9:45 AM EDT
InterSearch Group to Ring Opening
Bell on American Stock Exchange -
Business Wire

May 03 11:29 AM EDT

In an era when time-to-market determines success or failure, InterSearch has established itself as a market leader through rapid commercialization. We apply technical expertise honed in successful Silicon Valley companies combined with Wall Street business acumen. We put the right people in place to get the job done. We give teams the tools to succeed using corporate capital and strategic partnerships. From the first line of code to the bottom line, InterSearch builds success.

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Corporate Overview

InterSearch Group, Inc. provides Internet search services through a combination of traffic aggregation and proprietary Websites. The company operates in various areas of Internet commerce, including paid search, direct navigation, and online marketing. Its pay-per-click search services enable businesses to enhance their online transactions through online advertising to Internet users in response to their keyword search queries. The company also provides corporate services, including Internet technology consulting services to various companies primarily in the financial services industry.

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Portfolio

IRS.com

IRS.com is the #1 Independent Tax Resource on the Internet. We provide useful tax links to 3rd Party Tax providers for our visitors which are organized to make it easier to find what you are looking for quickly. IRS.com includes tax information about IRS tax forms, the Internal Revenue Service, estate taxes, tax software, income tax preparation, tax refunds, and IRS efile for year 2005 taxes. (NOTE - This site is not affiliated with the IRS website, the United States Internal Revenue Service or any state revenue or taxing agency.) Copyright © 2007 Internet Revenue Services, Inc.

Visit www.irs.com

Banks.com

InterSearch's most recent domain acquisition is currently under development to be a leading financial services web portal. Banks.com will serve consumers with valuable information regarding all areas of financial services such as, banking, real estate lending, investing, trust services and much more. In addition, Banks.com will provide advertisers with access to a high volume, high quality and extremely targeted user base. Banks.com is an extremely valuable addition to the InterSearch portfolio. Financial Services is a major web category which offers InterSearch a multitude of new revenue opportunities and cross-sell opportunities with IRS.com.

Visit www.banks.com

Looksearch.com

Look.com is a search engine serving high quality results to thousands of visitors per day.

Visit www.looksearch.com

Camps.com

Camps.com will be a premier camps directory providing users with a plethora of information in order to facilitate their camp vacation planning needs. The site will contain listings of a wide variety of camp types, together with useful articles, user reviews and images and video content.

Visit www.camps.com

ParkingDots.com

Parking Dots enables Internet domain owners to generate revenue from traffic to undeveloped and expired sites. Parking Dots uses proprietary strategies to deliver content to these sites from pay-for-performance advertisers. Visitors find what they are looking for. Advertisers gain customers. The domain owner generates revenue.

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EXHIBIT “D”

Document Description: **Application**
Mail / Create Date: **21-Mar-2005**

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PTO Form 1478 (Rev 6/2005)
OMB No. 0651-0009 (Exp xx/xx/xxxx)

Trademark/Service Mark Application, Principal Register

Serial Number: **78591286**
Filing Date: **03/21/2005**

The table below presents the data as entered.

Input Field	Entered
MARK SECTION	
MARK	<u>INTERSEARCH</u>
STANDARD CHARACTERS	YES
USPTO-GENERATED IMAGE	YES
LITERAL ELEMENT	INTERSEARCH
MARK STATEMENT	The mark consists of standard characters, without claim to any particular font, style, size, or color.
OWNER SECTION	
NAME	InterSearch Group, Inc.
INTERNAL ADDRESS	Suite 1200
STREET	250 Montgomery Street
CITY	San Francisco
STATE	California
ZIP/POSTAL CODE	94104
COUNTRY	United States
AUTHORIZED EMAIL COMMUNICATION	No
LEGAL ENTITY SECTION	
TYPE	CORPORATION
STATE/COUNTRY OF INCORPORATION	Florida

GOODS AND/OR SERVICES SECTION	
INTERNATIONAL CLASS	042
DESCRIPTION	Internet search engine services; Internet searching for others to locate goods and services; providing Internet search results to others; supplying Internet technology to others; consulting services relating to the Internet; consulting services relating to business operations, operation of Internet technology, information technology and financial services; development of software for others; training others in the use of software
FILING BASIS	Section 1(b)
SIGNATURE SECTION	
SIGNATURE	/robert c faber/
SIGNATORY NAME	Robert C. Faber
SIGNATORY DATE	03/21/2005
SIGNATORY POSITION	Attorney for Applicant
PAYMENT SECTION	
NUMBER OF CLASSES	1
NUMBER OF CLASSES PAID	1
SUBTOTAL AMOUNT	325
TOTAL AMOUNT	325
ATTORNEY	
NAME	Robert C. Faber
FIRM NAME	Ostrolenk, Faber, Gerb & Soffen, LLP
INTERNAL ADDRESS	7th Floor
STREET	1180 Avenue of the Americas
CITY	New York
STATE	New York
ZIP/POSTAL CODE	10036
COUNTRY	United States
PHONE	212-382-0700
FAX	212-382-0888

AUTHORIZED EMAIL COMMUNICATION	No
ATTORNEY DOCKET NUMBER	T/4700-4
OTHER APPOINTED ATTORNEY(S)	Samuel H. Weiner, Robert C. Faber, Max Moskowitz, James A. Finder, William O. Gray, III, Louis C. Dujmich, Charles P. LaPolla, Douglas A. Miro, Alfred R. Fabricant and Peter S. Sloane
CORRESPONDENCE SECTION	
NAME	Robert C. Faber
FIRM NAME	Ostrolenk, Faber, Gerb & Soffen, LLP
INTERNAL ADDRESS	7th Floor
STREET	1180 Avenue of the Americas
CITY	New York
STATE	New York
ZIP/POSTAL CODE	10036
COUNTRY	United States
PHONE	212-382-0700
FAX	212-382-0888
AUTHORIZED EMAIL COMMUNICATION	No
FILING INFORMATION	
SUBMIT DATE	Mon Mar 21 11:24:39 EST 2005
TEAS STAMP	USPTO/BAS-21619520366-200 50321112439531118-7859128 6-2008a61d97ebcd5d7ac1ee9 1879148e50-DA-1300-200503 21112323569825

PTO Form 1478 (Rev 6/2005)

OMB No. 0651-0009 (Exp xx/xx/xxxx)

Trademark/Service Mark Application, Principal Register**Serial Number: 78591286****Filing Date: 03/21/2005****To the Commissioner for Trademarks:****MARK:** (Standard Characters, see mark)

The mark consists of standard characters, without claim to any particular font, style, size, or color.

The literal element of the mark consists of INTERSEARCH.

The applicant, InterSearch Group, Inc., a corporation of Florida, residing at Suite 1200, 250 Montgomery Street, San Francisco, California, United States, 94104, requests registration of the trademark/service mark identified above in the United States Patent and Trademark Office on the Principal Register established by the Act of July 5, 1946 (15 U.S.C. Section 1051 et seq.), as amended.

Intent to Use: The applicant has a bona fide intention to use or use through the applicant's related company or licensee the mark in commerce on or in connection with the identified goods and/or services. (15 U.S.C. Section 1051 (b)).

International Class 042: Internet search engine services; Internet searching for others to locate goods and services; providing Internet search results to others; supplying Internet technology to others; consulting services relating to the Internet; consulting services relating to business operations, operation of Internet technology, information technology and financial services; development of software for others; training others in the use of software

The applicant hereby appoints Robert C. Faber and Samuel H. Weiner, Robert C. Faber, Max Moskowitz, James A. Finder, William O. Gray, III, Louis C. Dujmich, Charles P. LaPolla, Douglas A. Miro, Alfred R. Fabricant and Peter S. Sloane of Ostrolenk, Faber, Gerb & Soffen, LLP, 7th Floor, 1180 Avenue of the Americas, New York, New York, United States, 10036 to submit this application on behalf of the applicant. The attorney docket/reference number is T/4700-4.

A fee payment in the amount of \$325 will be submitted with the application, representing payment for 1 class(es).

Declaration

The undersigned, being hereby warned that willful false statements and the like so made are punishable by fine or imprisonment, or both, under 18 U.S.C. Section 1001, and that such willful false statements, and the like, may jeopardize the validity of the application or any resulting registration, declares that he/she is properly authorized to execute this application on behalf of the applicant; he/she believes the applicant to be the owner of the trademark/service mark sought to be registered, or, if the application is being filed under 15 U.S.C. Section 1051(b), he/she believes applicant to be entitled to use such mark in commerce; to the best of his/her knowledge and belief no other person, firm, corporation, or association has the right to use the mark in commerce, either in the identical form thereof or in such near resemblance thereto as to be likely, when used on or in connection with the goods/services of

such other person, to cause confusion, or to cause mistake, or to deceive; and that all statements made of his/her own knowledge are true; and that all statements made on information and belief are believed to be true.

Signature: /robert c faber/ Date: 03/21/2005

Signatory's Name: Robert C. Faber

Signatory's Position: Attorney for Applicant

Mailing Address:

Robert C. Faber
7th Floor
1180 Avenue of the Americas
New York, New York 10036

RAM Sale Number: 1300

RAM Accounting Date: 03/21/2005

Serial Number: 78591286

Internet Transmission Date: Mon Mar 21 11:24:39 EST 2005

TEAS Stamp: USPTO/BAS-21619520366-200503211124395311

18-78591286-2008a61d97ebcd5d7ac1ee918791

48e50-DA-1300-20050321112323569825

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INTERSEARCH

EXHIBIT “E”

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InterSearch Corporate Services provides professional and technical solutions to the financial services industry. Focusing on operations efficiency and technology, we deliver strategic and tactical subject matter expertise to leading financial institutions. A key element to our success is our ability to identify specialized resources within narrow skill requirements. Our expertise cuts across business and technology. InterSearch Corporate Services is your Partner for Success.

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EXHIBIT “F”

Rank ☐ Include in Report

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Record 1 of 1

Reference: unnamed

Database(s): Federal

Registration No.: 2064772

[Status Link](#)

Mark INTERSEARCH

Status Renewed
Status Date Sep 15, 2006
Register Principal

Ser./App. No. 75-068746
Registration No. 2064772

Int'l Class 35 - Advertising and Business
Goods/Services BUSINESS MARKETING CONSULTING SERVICES, MARKET RESEARCH SERVICES, CONDUCTING CONSUMER SURVEYS, AND CONDUCTING BUSINESS AND CONSUMER CONFERENCES AND SEMINARS IN THE ABOVE-MENTIONED FIELDS

U.S. Class 100, 101, 102
1st Use Dec 31, 1975
Commerce Use Dec 31, 1975

Filing Date Mar 7, 1996
Published (Last) Mar 4, 1997
Registered May 27, 1997
Renewed May 27, 2007

Affidavits Sec. 8 accepted. Sec. 15 acknowledged.

TTAB Proceeding Cancellation 45622
Plaintiff INTERSEARCH GROUP, INC.
Mark INTERSEARCH
Serial No. 78-591286
Correspondt ROBERT C. FABER, OSTROLENK, FABER, GERB & SOFFEN, LLP, 1180 AVENUE OF THE AMERICAS FL 7, NEW YORK, NY, 10036-8443

Filed Mar 15, 2006
Status Terminated Sep 15, 2006

Correspondent PETER S. SLOANE
OSTROLENK, FABER, GERB & SOFFEN LLP
1180 AVE OF THE AMERICAS
NEW YORK, NY 10036

Applicant INTERSEARCH CORPORATION (PA CORP.)
410 HORSHAM ROAD
HORSHAM, PA 19044

Registrant INTERSEARCH GROUP, INC. (FL CORP.)
222 KEARNEY STREET SUITE 550
SAN FRANCISCO, CA 94108

ASSIGNMENTS

Reel/Frame 3375/0133
Assignor(s) INTERSEARCH CORPORATION (PENNSYLVANIA CORPORATION)
Assignee(s) SOFRES INTERSEARCH CORPORATION (PENNSYLVANIA CORPORATION), 410 HORSHAM ROAD, P.O. BOX 189, HORSHAM, PENNSYLVANIA, 19044
Correspondt PETER S. SLOANE, 1180 AVENUE OF THE AMERICAS, 7TH FLOOR, NEW YORK, NY 10036
Date Sgnd/Ack Mar 11, 1998
Date Recorded Aug 22, 2006
Brief CHANGE OF NAME

Reel/Frame 3377/0832
Assignor(s) SOFRES INTERSEARCH CORPORATION (PENNSYLVANIA CORPORATION)
Assignee(s) TAYLOR NELSON SOFRES INTERSEARCH CORPORATION (PENNSYLVANIA CORPORATION), 410 HORSHAM ROAD, P.O. BOX 189, HORSHAM, PENNSYLVANIA, 19044
Correspondt PETER S. SLOANE, 1180 AVENUE OF THE AMERICAS, 7TH FLOOR, NEW YORK, NY 10036
Date Sgnd/Ack Aug 11, 1998
Date Recorded Aug 25, 2006
Brief CHANGE OF NAME

Reel/Frame 3379/0624
Assignor(s) TAYLOR NELSON SOFRES INTERSEARCH CORPORATION (PENNSYLVANIA CORPORATION)
Assignee(s) TNS CUSTOM RESEARCH, INC. (PENNSYLVANIA CORPORATION), 410 HORSHAM ROAD, HORSHAM, PENNSYLVANIA, 19044
Correspondt PETER S. SLOANE, 1180 AVENUE OF THE AMERICAS, 7TH FLOOR, NEW YORK, NY 10036
Date Sgnd/Ack Dec 31, 2005
Date Recorded Aug 29, 2006
Brief CHANGE OF NAME

Reel/Frame 3382/0094
Assignor(s) TNS CUSTOM RESEARCH, INC (PENNSYLVANIA CORPORATION)
Assignee(s) INTERSEARCH GROUP, INC. (FLORIDA CORPORATION), 222 KEARNEY STREET, SUITE 550, SAN FRANCISCO, CALIFORNIA, 94108
Correspondt PETER S. SLOANE, 1180 AVENUE OF THE AMERICAS, 7TH FLOOR, NEW YORK, NY 10036
Date Sgnd/Ack Jul 17, 2006
Date Recorded Aug 31, 2006
Brief ASSIGNS THE ENTIRE INTEREST

Reel/Frame 3394/0406
Assignor(s) TNS CUSTOM RESEARCH, INC. (PENNSYLVANIA CORPORATION)
Assignee(s) INTERSEARCH GROUP, INC. (FLORIDA CORPORATION), 222 KEARNEY STREET, SUITE 550, SAN FRANCISCO, CALIFORNIA, 94108
Correspondt STEPHEN J. QUIGLEY, 1180 AVENUE OF THE AMERICAS, OSTROLENK, FABER, GERB & SOFFEN, NEW YORK, NY 10036-8403
Date Sgnd/Ack Feb 17, 2006
Date Recorded Sep 21, 2006
Brief ASSIGNS THE ENTIRE INTEREST

Action History Mar 30, 2007 REGISTERED AND RENEWED (FIRST RENEWAL - 10 YRS)
 Mar 30, 2007 REGISTERED - SEC. 8 (10-YR) ACCEPTED/SEC. 9 GRANTED
 Mar 26, 2007 ASSIGNED TO PARALEGAL

Jan 8, 2007	REGISTERED - COMBINED SECTION 8 (10-YR) &
SEC. 9 FILED	
Jan 8, 2007	PAPER RECEIVED
Dec 7, 2006	CASE FILE IN TICRS
Sep 27, 2006	ASSIGNMENT OF OWNERSHIP NOT UPDATED
AUTOMATICALLY	
Sep 15, 2006	CANCELLATION TERMINATED NO. 999999
Sep 15, 2006	CANCELLATION DISMISSED NO. 999999
Sep 6, 2006	ATTORNEY REVOKED AND/OR APPOINTED
Sep 6, 2006	TEAS REVOKE/APPOINT ATTORNEY RECEIVED
Sep 6, 2006	AUTOMATIC UPDATE OF ASSIGNMENT OF OWNERSHIP
Aug 30, 2006	AUTOMATIC UPDATE OF ASSIGNMENT OF OWNERSHIP
Aug 23, 2006	AUTOMATIC UPDATE OF ASSIGNMENT OF OWNERSHIP
Mar 23, 2006	CANCELLATION INSTITUTED NO. 999999
Jul 31, 2003	REGISTERED - SEC. 8 (6-YR) ACCEPTED & SEC.
15 ACK.	
May 12, 2003	REGISTERED - SEC. 8 (6-YR) & SEC. 15 FILED
May 12, 2003	PAPER RECEIVED
May 27, 1997	REGISTERED-PRINCIPAL REGISTER
Mar 4, 1997	PUBLISHED FOR OPPOSITION
Jan 31, 1997	NOTICE OF PUBLICATION
Dec 27, 1996	APPROVED FOR PUB - PRINCIPAL REGISTER
Dec 20, 1996	EXAMINER'S AMENDMENT MAILED
Oct 29, 1996	CORRESPONDENCE RECEIVED IN LAW OFFICE
Jul 19, 1996	NON-FINAL ACTION MAILED
Jul 15, 1996	ASSIGNED TO EXAMINER



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EXHIBIT “G”

T/4700-34

**COMBINED DECLARATION OF USE IN COMMERCE AND
APPLICATION FOR RENEWAL OF REGISTRATION OF A MARK
WITH DECLARATION**

Mark : INTERSEARCH
Reg. No. : 2,064,772
Date : May 27, 1997
Class No. : 35

TO THE COMMISSIONER FOR TRADEMARKS:

InterSearch Group, Inc.
[Registrant name]

Florida
[State or country of incorporation]

222 Kearny Street, Suite 550, San Francisco, California 94108
[Registrant Business Address]

The above-identified applicant for renewal requests that the above-identified registration, granted to it its predecessor-in-interest on May 27, 1997, and obtained by assignment, as shown by records in the Patent and Trademark Office, be renewed in accordance with the provisions of Section 9 of the Act of July 5, 1946.

The mark shown in said registration is currently in use in commerce in connection with the **“business marketing consulting services, market research services, conducting consumer surveys”** which are recited in the registration, the attached specimen showing the mark as currently used.

Please delete “conducting business and consumer conferences and seminars in the above-mentioned fields” from the registration.

The undersigned being hereby warned that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of this application, declares that all statements made in this application of his/her own knowledge are true and all statements made on information and belief are believed to be true.

The renewal fee is enclosed herewith.

DEC-21-2006 18:31 From:

To: 415 738 5382

P.2/2

POWER OF ATTORNEY

The undersigned hereby appoints customer no. 2352, OSTROLENK, FABER, GERB & SOFFEN, LLP and the members of the firm: Samuel H. Weiner, Robert C. Faber, Max Moskowitz, James A. Finder, William O. Gray, III, Louis C. Dujmich, Charles P. LaPolla, Douglas A. Miro and Peter S. Sloane, all members of the Bar of the State of New York, with offices at 1180 Avenue of the Americas, New York, New York, 10036-8403, (212) 382-0700, its attorneys to prosecute this application for renewal with full power of substitution and revocation and to transact all business in the Patent and Trademark Office in connection therewith. Please address all correspondence to:

Peter S. Sloane, Esq.
OSTROLENK, FABER, GERB & SOFFEN, LLP
1180 Avenue of the Americas
New York, NY 10036-8403
Customer No. 2352

INTERSEARCH GROUP, INC.

By: Daniel O'Donnell
Name: DANIEL O'DONNELL
Title: CEO
Date: 12/20/2006

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EXHIBIT “H”



UNITED STATES PATENT AND TRADEMARK OFFICE

Commissioner for Trademarks
P.O. Box 1451
Alexandria, VA 22313-1451
www.uspto.gov

REGISTRATION NO: 2064772 SERIAL NO: 75/068746 MAILING DATE: 03/30/2007

REGISTRATION DATE: 05/27/1997

MARK: INTERSEARCH

REGISTRATION OWNER: INTERSEARCH GROUP, INC.

CORRESPONDENCE ADDRESS:

PETER S. SLOANE
OSTROLENK, FABER, GERB & SOFFEN LLP
1180 AVE OF THE AMERICAS
NEW YORK, NY 10036

NOTICE OF ACCEPTANCE

15 U.S.C. Sec. 1058(a)(3)

THE COMBINED AFFIDAVIT AND RENEWAL APPLICATION FILED FOR THE ABOVE-IDENTIFIED REGISTRATION MEETS THE REQUIREMENTS OF SECTION 8 OF THE TRADEMARK ACT, 15 U.S.C. Sec. 1058.

ACCORDINGLY, THE SECTION 8 AFFIDAVIT IS ACCEPTED.

NOTICE OF RENEWAL

15 U.S.C. Sec. 1059(a)

THE COMBINED AFFIDAVIT AND RENEWAL APPLICATION FILED FOR THE ABOVE-IDENTIFIED REGISTRATION MEETS THE REQUIREMENTS OF SECTION 9 OF THE TRADEMARK ACT, 15 U.S.C. Sec. 1059.

ACCORDINGLY, THE REGISTRATION IS RENEWED.

THE REGISTRATION WILL REMAIN IN FORCE FOR CLASS(ES):
035.

LOGAN, TAMMY
PARALEGAL SPECIALIST
POST-REGISTRATION DIVISION
571-272-9500

PLEASE SEE THE REVERSE SIDE OF THIS NOTICE FOR INFORMATION
CONCERNING REQUIREMENTS FOR MAINTAINING THIS REGISTRATION
ORIGINAL

REQUIREMENTS FOR MAINTAINING A FEDERAL TRADEMARK REGISTRATION

I) SECTION 8: AFFIDAVIT OF CONTINUED USE

The registration shall remain in force for 10 years, except that the registration shall be canceled for failure to file an Affidavit of Continued Use under Section 8 of the Trademark Act, 15 U.S.C. Sec. 1058, at the end of each successive 10-year period following the date of registration.

Failure to file the Section 8 Affidavit will result in the cancellation of the registration.

II) SECTION 9: APPLICATION FOR RENEWAL

The registration shall remain in force for 10 years, subject to the provisions of Section 8, except that the registration shall expire for failure to file an Application for Renewal under Section 9 of the Trademark Act, 15 U.S.C. Sec. 1059, at the end of each successive 10-year period following the date of registration.

Failure to file the Application for Renewal will result in the expiration of the registration.

NO FURTHER NOTICE OR REMINDER OF THESE REQUIREMENTS WILL BE SENT TO THE REGISTRANT BY THE PATENT AND TRADEMARK OFFICE. IT IS RECOMMENDED THAT THE REGISTRANT CONTACT THE PATENT AND TRADEMARK OFFICE APPROXIMATELY ONE YEAR BEFORE THE EXPIRATION OF THE TIME PERIODS SHOWN ABOVE TO DETERMINE APPROPRIATE REQUIREMENTS AND FEES.

EXHIBIT “I”

REISS, EISENPRESS & EISENBERG

ATTORNEYS AT LAW

425 MADISON AVENUE

NEW YORK, NEW YORK 10017-1110

TELEPHONE (212) 753-2424

FAX (212) 753-3829

mail@reisseisen.com

HOWARD R. REISS

SHERRI L. EISENPRESS

LLOYD M. EISENBERG

RUHA CARTON

MATTHEW SHEPPE
(of counsel)

AUDREY E. WEINBERGER
(not yet admitted)

LONG ISLAND OFFICE:

2631 MERRICK ROAD
SUITE 401

BELLMORE, NY 11710
(516) 221-3700

March 30, 2005

BY OVERNIGHT DELIVERY

Mr. Dan O'Donnell
President and Chief Executive Officer
Intersearch Group
250 Montgomery Street
Suite 1200
San Francisco, CA 94104

re: Trademark Infringement

Dear Mr. O'Donnell:

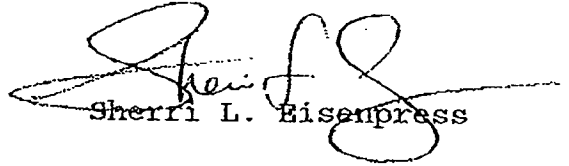
This firm represents Conex Incorporated ("Conex"), an organization of executive search and human resource consulting firms and the owner of the "INTERSEARCH" trademark (Registration No. 2,346,993). Your firm's ongoing use of the INTERSEARCH mark has caused and continues to cause Conex significant damage.

As you are aware, my client has attempted to resolve the matter of Intersearch Group's infringement of Conex's mark without resort to legal action, apparently to no avail.

Accordingly, I write to formally notify you that unless a satisfactory resolution of this matter is reached by April 6, 2005, Conex will be left no alternative other than the commencement of litigation for trademark infringement and the assertion of claims for damages, costs and attorneys fees.

I look forward to your prompt response.

Very truly yours,



Sherri L. Eisenpress

cc: Mr. Fred Siegel

SLE/aj

EXHIBIT “J”

MORRISON | FOERSTER

425 MARKET STREET
SAN FRANCISCO
CALIFORNIA 94105-2482

TELEPHONE: 415.268.7000
FACSIMILE: 415.268.7522

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MORRISON & FOERSTER LLP
NEW YORK, SAN FRANCISCO,
LOS ANGELES, PALO ALTO,
SAN DIEGO, WASHINGTON, D.C.,
DENVER, NORTHERN VIRGINIA,
ORANGE COUNTY, SACRAMENTO,
WALNUT CREEK, CENTURY CITY
TOKYO, LONDON, BEIJING,
SHANGHAI, HONG KONG,
SINGAPORE, BRUSSELS

June 20, 2005

Writer's Direct Contact
415/268-6810
RTarlton@mofo.com

By Telefacsimile and U.S. Mail

Dan O'Donnell
President and Chief Executive Officer
InterSearch Group
250 Montgomery Street, Suite 1200
San Francisco, CA 94104

Re: Infringement of INTERSEARCH® mark

Dear Mr. O'Donnell:

Morrison & Foerster LLP now represents Conex Incorporated ("Conex") in connection with the InterSearch Group's infringing use of the INTERSEARCH® mark. We write to you directly because we are not aware whether you have retained counsel with respect to this matter. If you have retained counsel, please let us know the name of the attorney so that we can direct future correspondence to his or her attention.

As you know, our client owns federal registrations for the INTERSEARCH® mark, including U.S. Registration Nos. 1,125,849, 2,531,787 and 2,346,993, and has been using that mark in connection with executive recruitment services both in the U.S. and abroad for a number of years. The InterSearch Group has adopted the identical mark in connection with, among other things, executive staff recruiting and corporate search services — *the same services offered by Conex in connection with the mark*. The InterSearch Group's conduct demonstrates that it intends to falsely suggest a connection with Conex and its services under the INTERSEARCH® mark and to misappropriate the substantial good will associated with the mark. Such conduct constitutes trademark infringement, and will not be tolerated by Conex. *See* 15 U.S.C. § 1114 (use of another's trademark in a way that is likely to cause confusion constitutes infringement).

Indeed, in light of the InterSearch Group's conduct, it is not surprising that Conex has evidence of actual confusion, including a phone call from a potential client who mistakenly believed that the InterSearch Group's San Francisco office was affiliated with Conex. Evidence of actual confusion is strong proof of the fact of a likelihood of confusion and thus

MORRISON | FOERSTER

Dan O'Donnell
June 20, 2005
Page Two

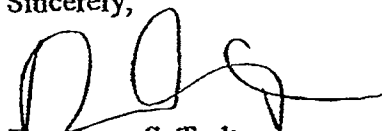
of trademark infringement. *See J. Thomas McCarthy, McCarthy on Trademarks and Unfair Competition* § 23:13.

Our client has previously notified you of the InterSearch Group's unlawful conduct and has repeatedly expressed a willingness to discuss this issue further. Our client is dismayed at your continued failure to respond, including failing to show up at a scheduled meeting in San Francisco with Fred Siegel, the President and CEO of Conex — a meeting that required Mr. Siegel to stay an extra night on the West Coast. This failure to respond coupled with the continued use of the mark is indicative not only of infringement but of *willful* infringement, subjecting you to damages and attorneys' fees. *See generally McClaren v. Plastic Industries, Inc.*, 97 F.3d 347, 364 (9th Cir. 1996); 15 U.S.C. § 1114.

Our client has made clear to you that it is willing to work with you to resolve this matter. But because our client is understandably concerned with your prior failure to respond, the opportunity to explore a resolution is of limited duration. To that end, please contact me immediately to discuss this matter. If we do not hear from you by July 1, 2005, we will have no alternative but to advise our client to take all necessary and appropriate steps to protect its rights.

This letter is not intended to be a recitation of all of the facts pertaining to this matter or all of Conex's potential claims. Accordingly, nothing in this letter should be construed as a waiver of any rights by Conex, all of which are expressly reserved

Sincerely,



Rosemary S. Tarlton

cc: Conex Incorporated

EXHIBIT “K”

AGREEMENT

THIS TRADEMARK SETTLEMENT AGREEMENT (“Agreement”) is by and between Conex Incorporated Corp., (“Conex”), a New York corporation with its principal place of business at 950 Third Avenue, New York, NY 10022, and InterSearch Group, Inc., (“InterSearch Group”), a Florida corporation with its principal place of business at 250 Montgomery Street, Suite 1200, San Francisco, CA 94104 (referred to collectively as the “Parties” and individually as a “Party”).

WHEREAS, Conex is the sole owner of all rights, title and interest in and to the trademark INTERSEARCH, United States Trademark Registration No. 2531787 for goods and services in International Class 35 identified as “on-line executive search and human resources consultation services featuring information regarding salary, posting of resumes, searches for candidates, global matching of candidates and employers,” United States Registration No. 2346993 for goods and services in International Class 35 identified as “personnel placement and recruitment,” and United States Registration No. 1125849 for goods and services in International Class 35 identified as “employee information services, specifically evaluation of qualifications, skills, interests of prospective job applicants, matching same with listings of job opportunities provided by employers, and providing biographical data of likely candidates to employers” (collectively “Marks”);

WHEREAS, InterSearch Group has adopted INTERSEARCH as a mark in connection with, among other things, employment consulting services;

WHEREAS, a dispute has arisen involving the use by InterSearch Group of INTERSEARCH; and

WHEREAS, the parties hereto, without admitting or conceding any fault or liability, desire to reach a full and final compromise and settlement of any and all disputes or claims existing or that might exist between Conex, on the one hand, and

InterSearch Group, on the other hand, pertaining to the use of INTERSEARCH by InterSearch Group;

NOW, THEREFORE, for and in consideration of the promises set forth herein, the parties hereto agree as follows:

AGREEMENT

1. InterSearch Group shall pay to Conex the sum of fifty-thousand United States dollars (\$50,000.00) within 3 business days after this Agreement has been executed by both Parties and the original thereof has been delivered to Conex's counsel, Morrison & Foerster LLP, to the attention of Rebekah Kaufman, Esq.

2. Conex shall execute the assignment in the form attached hereto as Exhibit A within 10 business days after receipt of all payments due hereunder.

3. Conex, and its representatives, assigns, and subsidiary and affiliate corporations, and their past and present officers, directors, shareholders, agents, employees, attorneys, successors and assigns do hereby completely release and forever discharge InterSearch Group, and its representatives, assigns, and subsidiary and affiliate corporations, and their past and present officers, directors, shareholders, agents, employees, attorneys, successors and assigns from any and all claims, causes of action, rights, demands, liabilities, and suits of any kind whatsoever, known or unknown, fixed or contingent, which Conex had, now has, or which may accrue in the future, based upon any act, omission, occurrence or event occurring prior to the date hereof, arising out of or in any way related to the Marks.

InterSearch Group, and its representatives, assigns, and subsidiary and affiliate corporations, and their past and present officers, directors, shareholders, agents, employees, attorneys, successors and assigns do hereby completely release and forever discharge Conex, its representatives, assigns, and subsidiary and affiliate corporations, and their past and present officers, directors, shareholders, agents, employees, attorneys,

successors and assigns from any and all claims, causes of action, rights, demands, liabilities, and suits of any kind whatsoever, known or unknown, fixed or contingent, which InterSearch Group had, now has, or which may accrue in the future, based upon any act, omission, occurrence or event occurring prior to the date hereof, arising out of or in any way related to the Marks.

4. Each party acknowledges having been informed by an attorney of the provisions of Section 1542 of the Civil Code of the State of California, and hereby expressly waives and relinquishes all rights and benefits which he or she has or may have under that Section, which reads:

A general release does not extend to claims which the creditor does not know or suspect to exist in his favor at the time of executing the release, which if known by him must have materially affected his settlement with the debtor.

5. Nothing in this Agreement will be construed so as to impair any legal or equitable right of any party hereto to enforce any of the terms of the Agreement by any means, including without limitation an action for damages or a suit to obtain specific performance of any or all of the terms of this Agreement. In the event of such an action, reasonable attorneys' fees and expert witness fees and expenses are recoverable by the prevailing party in addition to any other relief to which such party may be entitled.

6. This Agreement, with the attached assignment, constitutes the entire agreement between the parties, superseding any and all previous oral or written representations, communications, understandings or agreements. Any amendment to this Agreement must be in a writing specifically referring to this Agreement, and signed by duly authorized representatives of the parties hereto.

7. Each party shall bear its own attorneys' fees and costs incurred in or arising out of in any way related to the matters herein, including, but not limited to, the preparation and execution of this Agreement.

8. This Agreement shall inure to the benefit of the parties hereto, the successors and assignees of the marks mentioned in this Agreement, and each and all of their representatives, officers, directors, shareholders, partners, employees, agents, affiliates, and subsidiaries.

9. Conex represents, warrants, and agrees that it has received prior independent legal advice from counsel of its choice with respect to the advisability of this settlement and this Agreement; and its corporate officers reviewing and executing the Agreement have been duly authorized and empowered to do so.

10. InterSearch Group represents, warrants, and agrees that it has received prior independent legal advice from counsel of its choice with respect to the advisability of this settlement and this Agreement; and its corporate officers reviewing and executing the Agreement have been duly authorized and empowered to do so.

11. The parties agree that this Agreement may be executed in counterparts.

12. This Agreement is made under and shall be construed in accordance with the laws of the State of California, without giving effect to any choice of law rule that would cause the application of the laws of any jurisdiction other than the laws of the State of California to the rights and duties of the Parties.

13. The parties hereby warrant that each is fully entitled and duly authorized to complete its obligations hereunder. The parties further warrant that there are not other persons or entities from whom (or from which) releases should be obtained in connection with the subject matter of this Agreement. The parties agree that a breach of this representation and warranty would be deemed a material breach of the terms of this Agreement.

14. In the event any one or more of the provisions of this Agreement shall for any reason be held to be invalid, illegal or unenforceable, then: (a) the illegal or unenforceable provision shall be replaced by a revised provision, which, being valid, comes closest to the intention of the parties underlying the invalid, illegal or unenforceable provision; and (b) the remainder of the Agreement will remain binding and in full force and effect.

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed on the dates specified below.

CONEX INCORPORATED CORP.

Dated: August 23, 2005

Fred Siegel

Name: Fred Siegel

Title: President

INTERSEARCH GROUP, INC.

Dated: August 15, 2005

Daniel O'Donnell

Name: DANIEL O'DONNELL

Title: CEO

EXHIBIT A

ASSIGNMENT

WHEREAS, Conex Incorporated Corp., a New York corporation, with offices at 950 Third Avenue, New York, NY 10022 ("ASSIGNOR") owns certain trademarks and/or service marks, and applications and/or registrations for such marks, as listed in Exhibit 1 attached hereto and incorporated herein by this reference ("MARKS"); and

WHEREAS, InterSearch Group, Inc., a Florida corporation, with offices at 250 Montgomery Street, San Francisco, CA 94104 ("ASSIGNEE"), desires to acquire all of the right, title and interest of ASSIGNOR in, to and under the MARKS, together with the goodwill of the business symbolized by the MARKS;

WHEREAS, ASSIGNOR and ASSIGNEE have entered into a certain Agreement dated August 13, 2005, among other things, assigning all right, title and interest in and to the MARKS and in and to the registrations and/or applications for same from ASSIGNOR to ASSIGNEE;

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration paid by ASSIGNEE to ASSIGNOR, the receipt and sufficiency of which hereby is acknowledged, ASSIGNOR does hereby sell, assign, transfer and convey unto ASSIGNEE its entire right, title and interest in and to the MARKS, and to the applications and/or registrations for the MARKS, together with the goodwill of the business symbolized by the MARKS and the portion of the business of the ASSIGNOR to which the MARKS pertain, including the right to sue and recover for any past infringement thereof.

IN WITNESS WHEREOF, ASSIGNOR has caused this Assignment to be duly executed by an authorized officer on this 23rd day of August, 2005.

By: _____

Fred Niegel

Name: _____

Fred Niegel

Title: _____

President

EXHIBIT 1

MARKS

COUNTRY	MARK	REG. NO.
United States	INTERSEARCH	2531787
United States	INTERSEARCH	2346993
United States	INTERSEARCH	1125849